

RECORDATION NO. 27878-A FILED

FEB 12 '10 -12 00 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A LESTER

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

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February 12, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Re: RBSAF No. 98-035

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Assignment (RBSAF No. 98-035), dated as of December 23, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease (RBSAF No. 98-035) previously filed with the Board under Recordation Number 27878.

The names and addresses of the parties to the enclosed document are.

Assignor: RBS Asset Finance, Inc.
480 Jefferson Blvd.
Warwick, RI 02886

Assignee: People's Capital and Leasing Corp.
255 Bank Street
Waterbury, CT 06702

Section Chief
February 12, 2010
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A description of the railroad equipment covered by the enclosed document is:

7 pieces of maintenance of way equipment: Superior Sales TPC4301 Hand & Power Tool Push Cart TPC3633-06, Superior Sales PC2201 Heavy Duty Push Cart PC3636-06, 2 Superior Sales PC4101 Extreme Duty Push Carts PC3634-1-06 and PC3634-2-06, Superior Sales MSC4101 Mechanics Supply Cart MSC3635-06, HTT Harsco 6700-SJ Production Switch Tamper 153447, and Plasser PAC-TEX Tie Inserter/Remover 3249.

A short summary of the document to appear in the index is:

Memorandum of Lease Assignment (RBSAF No. 98-035).

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', followed by a horizontal line.

Robert W. Alvord

RWA/sem
Enclosures

MEMORANDUM OF LEASE ASSIGNMENT FEB 12 '10 -12 00 PM

(RBSAF - No. 98)

SURFACE TRANSPORTATION BOARD

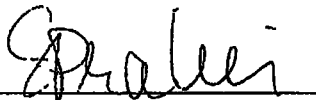
This Memorandum of Lease Assignment, dated as of ~~January 2, 2010~~ ^{December 23, 2009}, is made by RBS Asset Finance, Inc., a New York corporation ("Assignor") and People's Capital and Leasing Corp., a Connecticut corporation ("Assignee").

Pursuant to that certain Master Lease Agreement No. 98, dated as of August 31, 2006 (as amended, supplemented or otherwise modified from time to time, the "Master Lease"), between Assignor and BNSF Railway Company, a Delaware corporation ("Lessee"), Assignor and Lessee have entered into that certain Equipment Schedule No. 035, dated as of February 6, 2007 (as amended, supplemented or otherwise modified from time to time, the "Equipment Schedule"), which Equipment Schedule incorporates all of the terms and conditions of the Master Lease. The Equipment Schedule covers the property described on the attached Exhibit A (the "Equipment").

Assignor has assigned, transferred and conveyed to Assignee all of Assignor's right, title and interest, and all of Assignor's obligations, in, to and under the Equipment Schedule and in and to the Equipment.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease Assignment as of the day and year first written above.


RBS ASSET FINANCE, INC., Assignor

By 

Name Soula Perakis
Assistant Vice President

Title _____

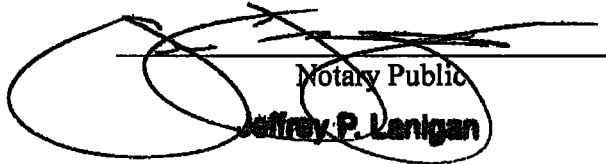
PEOPLE'S CAPITAL AND LEASING
CORP., Assignee

By 
Melissa Curtis
Vice President

State of Illinois)
) ss:
County of Cook)

BEFORE ME, a Notary Public in and for said County and State, personally appeared RBS Asset Finance, Inc., a New York corporation (the "Corporation"), by Soula Perakis, its Assistant Vice President, who acknowledged that he signed the foregoing Memorandum of Lease Assignment and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Chicago, Illinois, this 24th day of January, 2010.



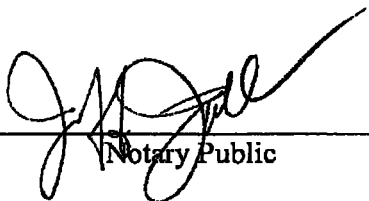
Notary Public
Jeffrey P. Lanigan



State of Connecticut)
) ss:
County of New Haven)

BEFORE ME, a Notary Public in and for said County and State, personally appeared People's Capital and Leasing Corp., a Connecticut corporation (the "Corporation"), by Melissa Curtis, its Vice President, who acknowledged that he signed the foregoing Memorandum of Lease Assignment and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Waterbury, CT this 26 day of January, 2010.



Notary Public

JEFF JABLON
Notary Public-Connecticut New Haven County
My Commission Expires March 30, 2012

EXHIBIT A
to
MEMORANDUM OF LEASE

1. **Equipment Schedule:** Equipment Schedule No. 035.
2. **Initial Term:** The Initial Term of Equipment Schedule No. 035 is 84 months commencing as of March 1, 2007.
3. **Equipment:** The Equipment covered by Equipment Schedule No. 035 consists of the following described property together with all additions, attachments, accessories and accessions thereto, whether or not furnished by the supplier of the Equipment, any and all substitutions, replacements or exchanges therefor and any and all proceeds (including insurance proceeds) of the foregoing:

<u>Qty</u>	<u>Mfr</u>	<u>Model/ Feature</u>	<u>Description</u>	<u>Serial Number</u>	<u>BNSF</u>
1	Superior Sales	TPC4301	Hand & Power Tool Push Cart	TPC3633-06	J0400636
1	Superior Sales	PC2201	Heavy Duty Push Cart	PC3636-06	J0400637
1	Superior Sales	PC4101	Extreme Duty Push Cart	PC3634-1-06	J0400638
1	Superior Sales	PC4101	Extreme Duty Push Cart	PC3634-2-06	J0400639
1	Superior Sales	MSC4101	Mechanics Supply Cart	MSC3635-06	J0403029
1	HTT	6700-SJ	Production Switch Tamper	153447	X5400443
1	Plasser	PAC-TEX	Tie Inserter/Remover	3249	X6300202

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CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated

2/12/10



Robert W Alvord